

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Ref. Docket Nos. 402 & 403

**DECLARATION OF EMILY YOUNG OF
EPIQ CORPORATE RESTRUCTURING, LLC REGARDING
THE SOLICITATION AND TABULATION OF BALLOTS CAST ON
COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11 PLAN
OF WINC, INC. AND ITS AFFILIATED DEBTORS**

I, Emily Young, declare under the penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a Senior Consultant of Epiq Corporate Restructuring, LLC (“**Epiq**”), located at 777 Third Avenue, 12th Floor, New York, NY 10017. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this declaration (this “**Declaration**”) with respect to the solicitation and the tabulation of ballots cast on the *Combined Disclosure Statement and Joint Chapter 11 Plan of Winc, Inc. and Its Affiliated Debtors* [Docket No. 403] (as may be amended, supplemented, or modified from time to time, the “**Combined Disclosure Statement and Plan**”).² Except as otherwise indicated herein, all facts set forth herein are based on my personal knowledge or my

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Combined Disclosure Statement and Plan or the Disclosure Statement Order (each as defined herein).

review of relevant documents. I am authorized to submit this Declaration on behalf of Epiq. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. In accordance with the (a) *Order Authorizing the Debtors to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of Petition Date* [Docket No. 131] and (b) *Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballot and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Confirmation Hearing and the Deadline for Filing Objections Thereto; and (VI) Granting Related Relief* [Docket No. 402] (the “**Disclosure Statement Order**”), Epiq was appointed and authorized to assist the Debtors with, inter alia, soliciting, receiving, reviewing, determining the validity of, and tabulating Ballots cast on the Combined Disclosure Statement and Plan by Holders of Claims in the Voting Class (as defined herein).

4. Pursuant to the Combined Disclosure Statement and Plan, only Holders of Claims in Class 3 (General Unsecured Claims) (the “**Voting Class**”) were entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

5. The procedures for the solicitation and tabulation of votes on the Combined Disclosure Statement and Plan are outlined in the Disclosure Statement Order. Epiq was instructed by the Debtors to solicit, review, determine the validity of, and tabulate Ballots submitted to vote to accept or reject the Combined Disclosure Statement and Plan by the Holders of Claims in the Voting Class.

A. Service and Transmittal of Solicitation Packages and Related Information

6. In accordance with the Disclosure Statement Order, Epiq caused to be served the (i) Confirmation Hearing Notice on the parties listed in the creditor matrix and all other parties

entitled to receive such notice pursuant to the Solicitation Procedures Order; (ii) Solicitation Packages on Holders of Claims in the Voting Class; and (iii) Notice of Non-Voting Status, in lieu of Solicitation Packages, on Holders of Claims and Interest in the Non-Voting Classes. Epiq filed the *Certificate of Service of Solicitation Materials* on July 7, 2023 [Docket No. 413] and *Supplemental Certificate of Service of Solicitation Materials* on July 12, 2023 [Docket No. 415].

7. On June 28, 2023, Epiq posted links to the electronic versions of the Confirmation Hearing Notice, Combined Disclosure Statement and Plan, and Disclosure Statement Order on the Debtors' chapter 11 case website, <https://dm.epiq11.com/winc>.

B. Voting and Tabulation Process

8. The Disclosure Statement Order established June 26, 2023, as the record date (the "**Voting Record Date**") for determining which creditors were entitled to vote on the Combined Disclosure Statement and Plan. Epiq relied on the Debtors' Schedules of Assets and Liabilities and Epiq's claims management database, which stores the records and images associated with all scheduled and filed claims, to identify and solicit Holders of Claims in the Voting Class. Using such information, and with guidance from the Debtors' counsel, Epiq created a voting database reflecting the names and addresses, classification, and voting amounts of Holders of Claims in the Voting Class. Epiq then generated Ballots for Holders of Claims entitled to vote to accept or reject the Combined Disclosure Statement and Plan.

9. Epiq received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Combined Disclosure Statement and Plan. For a Ballot to be counted as valid, the Ballot must have been (a) properly completed pursuant to the Disclosure Statement Order, (b) returned to Epiq via an approved method of delivery, as set forth in the Disclosure

Statement Order, and (c) received by Epiq by 4:00 p.m. Eastern Time on July 27, 2023 (the “**Voting Deadline**”).

10. All validly executed Ballots cast by Holders of Claims entitled to vote in the Voting Class that were received by Epiq on or before the Voting Deadline were tabulated as outlined in the procedures set forth in the Disclosure Statement Order. The results of the voting by Holders of Claims in the Voting Class are as set forth in **Exhibit A** hereto, which is a true and correct copy of the final tabulation of votes received by Epiq.

11. A report of all Ballots received and not included in the tabulation prepared by Epiq and the reasons for exclusion of such Ballots is attached as **Exhibit B** hereto.

C. Conclusion

12. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Combined Disclosure Statement and Plan is true and correct.

Dated: August 1, 2023

/s/ Emily Young

Emily Young
Senior Consultant
Epiq Corporate Restructuring, LLC

Exhibit A

Tabulation Summary

TOTAL BALLOTS COUNTED					Class Voting Result
VOTING CLASS	ACCEPT		REJECT		
	AMOUNT	NUMBER	AMOUNT	NUMBER	
Class 3 GENERAL UNSECURED CLAIMS	\$5,587,344.47 (99.99%)	24 (88.89%)	\$824.00 (0.01%)	3 (11.11%)	Accept

Exhibit B

Claim Number	Plan Class	Plan Class Description	Creditor Name	Ballot Amount	Vote A(ccept)/R(eject)	Ballot Number	Excluded Reason
186	3	General Unsecured Claims	COPPEDGE, SIEASA H	\$1,200.00		9	No Vote. Ballot did not contain a vote to accept or reject the Plan.
178	3	General Unsecured Claims	DIONISIO, JOSEPH	\$77.82	A	10019	Late. Ballot was received after the Voting Deadline.